

Robert Jay Moore (California State Bar #77495)
 MILBANK, TWEED, HADLEY & McCLOY LLP
 601 South Figueroa Street, 30th Floor
 Los Angeles, California 90017
 Telephone: (213) 892-4000
 Facsimile: (213) 629-5063
 Email: rmoore@milbank.com

Attorneys for Compass Financial Partners LLC
 and Compass USA SPE LLC

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**DESIGNATION OF LOCAL COUNSEL
 AND CONSENT THERETO**

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

The undersigned, attorney of record for and Compass USA SPE LLC and Compass Financial Partners LLC, the Defendants herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only." Not being admitted to the bar of this Court, and not maintaining an office in the District of Nevada for the practice of law, I believe it to be in the best interests of the clients, Compass USA SPE LLC and Compass Financial Partners LLC, to

1 designate Peter C. Bernhard, Georganne W. Bradley and Joseph P. Hardy of Bullivant Houser
2 Bailey PC ("Nevada Counsel"), attorneys at law, members of the State Bar of Nevada and
3 previously admitted to practice before the above-entitled Court, as associate local counsel in this
4 action. The address of said designated Nevada Counsel is Peter C. Bernhard (Nevada Bar No.
5 0734), Georganne W. Bradley (Nevada Bar No. 1105) and Joseph P. Hardy (Nevada Bar No.
6 7370), Bullivant Houser Bailey PC, 3980 Howard Hughes Parkway, Suite 550, Las Vegas, NV
7 89169, Telephone: (702) 669-3600, Facsimile: (702) 650-2995, peter.bernhard@bullivant.com,
8 georganne.bradley@bullivant.com and joe.hardy@bullivant.com.

9 By this designation the undersigned attorneys and parties agree that all documents and
10 other papers issued out of this Court in the above-entitled case may be served on the designated
11 local counsel. Further, said local counsel shall be responsible for providing copies of the same to
12 the co-counsel. Further, this designation constitutes agreement and authorization by the
13 undersigned for the designated local counsel to sign stipulations binding on all of us. The time
14 for performing any act under applicable Rule shall run from the date of service on the local
15 counsel.

16
17 Dated: July 31, 2007

MILBANK, TWEED, HADLEY & McCLOY LLP

18
19 By: 
20 Robert Jay Moore

21 Attorneys for Compass Financial Partners LLC
22 and Compass USA SPE LLC
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CONSENT OF DESIGNATED NEVADA COUNSEL

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that they are responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that they are responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

Aug. 9,
Dated: ~~July 31~~, 2007

BULLIVANT HOUSER BAILEY PC

By: *Georganne W. Bradley*
Peter Bernhard (Nevada Bar No. 0734)
Georganne W. Bradley (Nevada Bar No. 1105)
Joseph P. Hardy (Nevada Bar No. 7370)
3980 Howard Hughes Parkway, Suite 550
Las Vegas, Nevada 89169
Telephone: (702) 650-6565
Facsimile: (702) 650-2995

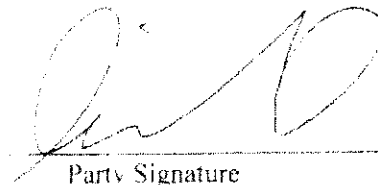
Designated Nevada Counsel

APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned parties appoint Peter C. Bernhard, Georganne W. Bradley and Joseph P. Hardy of Bullivant Houser Bailey PC as their Designated Nevada Counsel in this case.

Dated August 9, 2007

By



Party Signature